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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:

Chapter 11

MOTORS LIQUIDATION CORP, *et al.*,  
f/k/a GENERAL MOTORS CORP., *et al.*,

Case No. 09-50026 (REG)

(Jointly Administered)

Debtors.

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In re:

Chapter 11

REMEDIATION AND LIABILITY  
MANAGEMENT COMPANY INC.,

Case No. 09-50029 (REG)

Debtors.

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In re:

Chapter 11

ENVIRONMENTAL CORPORATE  
REMEDIATION COMPANY, INC.

Case No. 09-50030 (REG)

Debtors.

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**UNITED STATES OF AMERICA'S LIMITED OBJECTION TO MOTION OF DEBTORS FOR ENTRY OF AN ORDER PURSUANT TO 11 U.S.C. § 105(a) DIRECTING THAT CERTAIN ORDERS IN THE CHAPTER 11 CASES OF MOTORS LIQUIDATION COMPANY, *ET AL.*, F/K/A GENERAL MOTORS CORP., *ET AL.* BE MADE APPLICABLE TO SUBSEQUENT DEBTORS**

The United States of America (the "Government"), by its attorney Preet Bharara, United States Attorney for the Southern District of New York, respectfully submits this limited objection and reservation of rights in response to the *Motion of Debtors for Entry of an Order Pursuant to 11 U.S.C. § 105(a) Directing That Certain Orders in the Chapter 11 Cases of Motors Liquidation Company, et al., f/k/a General Motors Corp., et al. Be Made Applicable to Subsequent Debtors* (the "Motion").

**LIMITED OBJECTION AND RESERVATION OF RIGHTS**

1. Last Friday, two affiliates of the former General Motors Corporation — Remediation and Liability Management Company, Inc. ("REALM") and Environmental Corporate Remediation Company, Inc. ("ENCORE") — filed chapter 11 petitions under the Bankruptcy Code. By their Motion filed the same day, REALM and ENCORE asked that their cases be jointly administered with those of the First Filed Debtors,<sup>1</sup> and that all orders entered by this Court in the First Filed Debtors' cases be made applicable to REALM and ENCORE's bankruptcies, retroactive to the date those orders were initially entered.

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<sup>1</sup> Unless otherwise noted, all capitalized terms have the meaning ascribed to them in the Motion.

2. As a general matter, the Government agrees that REALM and ENCORE's bankruptcies are appropriately administered with the First Filed Debtors'. The Government likewise agrees that making the Court's prior orders effective to REALM and ENCORE serves the interests of efficiency and judicial economy.

3. The Government files this limited objection and reservation of rights only insofar as the Motion seeks authorization to have this Court's September 16, 2009 Bar Date Order<sup>2</sup> apply to governmental creditors in the REALM and ENCORE bankruptcies. Although the Motion does not currently seek to have the Bar Date Order apply to the New Debtors' cases, *see* Exhibit A to the Motion, the proposed order submitted with the Motion does permit the Debtors to add "any additional prior orders that should be made applicable to their cases" without further order of this Court (albeit with an opportunity for parties in interest to object).

4. Under section 502(b)(9) of the Bankruptcy Code, "a claim of a governmental unit shall be timely filed if it is filed before 180 days after the date of the order for relief or such later time as the Federal Rules of Bankruptcy Procedure may provide." *Accord* Fed. R. Bankr. P. 3002(c)(1). *See also In re Gardenhire*, 209 F.3d 1145, 1147 (9th Cir. 2000) ("Under § 502(b)(9), a government agency's proof of claim is timely filed if it is filed within 180 days of the filing of the bankruptcy petition.").

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<sup>2</sup> *See Order Pursuant to Section 502(b)(9) of the Bankruptcy Code and Bankruptcy Rule 3003(c)(3) Establishing the Deadline for Filing Proofs of Claim (Including Claims under Bankruptcy Code Section 503(b)(9)) and Procedures Relating Thereto and Approving the Form and Manner of Notice Thereof.*

5. Under the Bar Date Order, the last date for governmental units to timely file claims against the First Filed Debtors is November 30, 2009 — 182 days after their June 1, 2009 petition date. (The 180th day is a Saturday.) November 30, 2009, is only 52 days after REALM and ENCORE's petition date.

6. Accordingly, any effort by the Debtors to make the Bar Date Order apply to governmental creditors of REALM and ENCORE is prohibited by the Bankruptcy Code. *See, e.g., In re George Transfer, Inc.*, 212 B.R. 475, 479 (Bankr. D. Md. 1997) (holding timely proof of claim filed by governmental creditor after court-ordered bar date but before 180 day period expired; bar date order could not shorten 180 day period for governmental units to file claims). The Court should therefore grant the Motion, but modify the second decretal paragraph of the proposed order to provide (new suggested language underlined):

. . . to the extent that the New Debtors identify any additional prior orders that should be made applicable to their cases, the New Debtors shall file a notice with an amended Exhibit A attached thereto, and absent an objection within ten (10) calendar days to any such notice, such newly identified orders shall be deemed applicable to the New Debtors effective *nunc pro tunc* to the New Debtors Commencement Date, further provided, however, that in no event shall proofs of claim against the New Debtors asserted by governmental units be required to have been filed prior to 180 days after the New Debtors Commencement Date.

Dated: New York, New York  
October 14, 2009

Respectfully submitted,

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